

RECORDATION NO. 22426-V FILED

MAR 29 '06 10-04 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated November 22, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GARC III 99-B) previously filed with the Board under Recordation Number 22426.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: GARC III 99-B Railcar Trust
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: US Bank National Association (as successor to
State Street Bank and Trust Company, not in
its individual capacity but solely as Trustee)
225 Franklin Street
Boston, Massachusetts 02110

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

1 railcar replaced: GATX 073117

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MAR 29 '06 10-04 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC III Trust 99-B (the "Lessor") under an Equipment Lease Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Lease") between the Lessor and General American Railcar Corporation III (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 073117 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: November 22, 2004

GARC III 99-B Railcar Trust
By: Wilmington Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: 
Title: Anita Roselli
Financial Services Officer

U.S. Bank National Association, as successor to
State Street Bank and Trust Company,
not in its individual capacity, but solely
as Indenture Trustee

By: 
Title: VICE PRESIDENT

BILL OF SALE AND PARTIAL RELEASE

GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC III Trust 99-B (the "Lessor") under an Equipment Lease Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Lease") between the Lessor and General American Railcar Corporation III (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 073117 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: November 22, 2004

GARC III 99-B Railcar Trust
By: Wilmington Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: _____
Title: _____

U.S. Bank National Association, as successor to
State Street Bank and Trust Company,
not in its individual capacity, but solely
as Indenture Trustee

By:  _____
Title: VICE PRESIDENT

State of Delaware)
) SS:
County of New Castle)

On the 22 day of March, 2006 before me personally appeared Anita Roselli to me known, who being by me duly sworn, say that he/she is a Financial Services Officer of GARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

Jacqueline Solone

My commission expires:

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

State of Massachusetts)
) SS:
County of Suffolk)

On the 10th day of December, 2004, before me personally appeared ALISON D.B. NADEAU to me known, who being by me duly sworn, says that he/she is a VICE PRESIDENT of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

Rachel M. Sylvia

My commission expires:

RACHEL M. SYLVIA
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES FEBRUARY 18, 2011

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2004, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she is a _____ of GARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the 10th day of December, 2004, before me personally appeared ALISON D.B. NADEAU to me known, who being by me duly sworn, says that he/she is a VICE PRESIDENT of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

RACHEL M. SYLVIA
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES FEBRUARY 18, 2011